

RECORDATION NO. 23109-B FILED

AUG 12 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

August 10, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Lease Cancellation (El-Mo III Trust A), dated as of August 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23109-B.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Lessee:

EL-MO Leasing III Corporation
9301 West 55th Street
Omaha, NE 68179

Section Chief
August 10, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

19 SD90MAC Diesel Electric Locomotives: UP 8543-UP 8561.

A short summary of the document to appear in the index is:

Notice of Lease Cancellation (El-Mo III Trust A).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 23109-D FILED

AUG 12 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

**NOTICE OF LEASE CANCELLATION
(El-Mo III Trust A)**

This Notice of Lease Cancellation (this "Notice") is executed by and between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, Lessor, and El-Mo Leasing III Corporation, as Lessee.

The parties hereto publish this Notice that the Lease of Railroad Equipment, dated September 27, 2000, and the supplement thereto (the "Lease") have been cancelled effective August 11, 2010.

A Memorandum of the Lease was duly filed and recorded with the Surface Transportation Board on September 26, 2000 at 2:45 p.m. under Recordation Number 23109. Supplements were thereafter filed under Recordation Number 23109-B.

The Lease covered nineteen (19) SD90MAC locomotives bearing the reporting marks and road numbers set forth on Exhibit A attached hereto.

This Notice is executed without prejudice to the rights of either Lessor or Lessee which are intended under the Lease to survive the cancellation thereof and is subject to the terms of that certain El-Mo III Trust A Lease Cancellation and Voluntary Return Agreement, dated as of March 1, 2010, among Lessor, Lessee and certain other parties

[Signature pages follow]

IN WITNESS WHEREOF, the parties have caused this Notice to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as owner trustee, LESSOR

By: [Signature]
Name: Mark H. Brzoska
Title: Financial Services Officer

Executed on this 20th day of May, 2010

STATE OF Delaware)
COUNTY OF New Castle) ss:

The foregoing Notice was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 20th day of May, 2010 by Mark H. Brzoska, as Financial Services Officer of WILMINGTON TRUST COMPANY, a Delaware banking corporation.

[Signature]
Notary Public
LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011

My commission expires: _____

[Notarial Seal]



EL-MO LEASING III CORPORATION, as
LESSEE

By: [Signature]

Name: J. Selzer

Title: Vice President & Treasurer

Executed on this 24 day of May, 2010

STATE OF MICHIGAN)
) ss:
COUNTY OF WAYNE)

The foregoing Notice was acknowledged before me, the undersigned Notary
Public, in the County of WAYNE this 24th day of MAY, 2010 by
JIM SELZER, as VICE PRESIDENT & TREASURER of EL-
MO LEASING III CORPORATION, a Delaware corporation.

[Signature]
Notary Public

My commission expires: 2-19-2012

[Notarial Seal]

VIRGINIA ALAN
NOTARY PUBLIC, STATE OF MI
COUNTY OF OAKLAND
MY COMMISSION EXPIRES Feb 19, 2012
ACTING IN COUNTY OF WAYNE

Exhibit A

Units subject to Indenture Supplement No. A1

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	4	8543 8544 8545 8546

Units subject to Indenture Supplement No. A2

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	15	8547 8548 8549 8550 8551 8552 8553 8554 8555 8556 8557 8558 8559 8560 8561

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8 / 12 / 10



Robert W. Alvord